



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

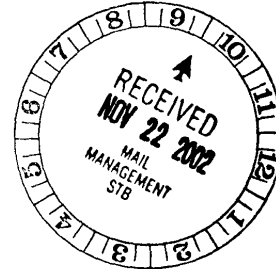
November 21, 2002

RECORDATION NO. 24202A FILED

NOV 25 02

8-5500

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24202.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cottonseed, LLC
816 South Bainbridge
La Crosse, WI 54603

A description of the railroad equipment covered by the enclosed document is eight (8) 5200 cubic foot capacity covered hopper cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(COTT002)

RECORDATION NO. 24202-A FILED

ASSGN. NO.: COTT002

NOV 25 '02

8-55AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of October, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cottonseed L.L.C. ("Lessee"), a limited liability corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 27, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 16, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 28th day of Oct, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

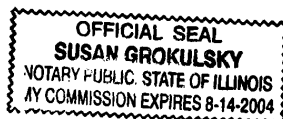
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of October, 2002.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

COTTONSEED L.L.C.

By: Larry A. Johnson
Name: Larry A. Johnson
Title: Chief Operating Mgr.

ATTEST:

By: Nathan T. Kramke
Name: Nathan T. Kramke
Title: Merchandise

Executed on this 22 day of October, 2002.

[CORPORATE SEAL]

STATE OF WISCONSIN

COUNTY OF LACROSSE

I, Roy A. Lafser, a Notary Public of the County and State aforesaid,
certify that LARRY A. JOHNSON personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of OCTOBER, 2002.

Roy A. Lafser
Notary Public

Commission Expires:

MAY 7, 2006
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF RAILCARS: Eight (8) cars

DESCRIPTION OF RAILCARS: 5200 cubic foot capacity covered hopper car with gravity discharge gates and trough hatches, gross rail loads of 286,000 lbs.

CAR NUMBERS: See below:

FURX 843581

FURX 843615

FURX 845220

FURX 845257

FURX 845285

FURX 845362

FURX 845367

FURX 845373

Count: 8